

THE COMPANIES ORDINANCE  
(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES ASSOCIATION

OF

HONEST INTERNATIONAL FREIGHT FORWARDERS LTD

Incorporated this ..... day of ..... 20....

Drawn by:  
Honest Julius *(Subscribed)*  
P.O. Box 18138  
DAR ES SALAAM



TANZANIA

CERTIFICATE OF INCORPORATION

No. ....

**I HEREBY CERTIFY THAT HONEST INTERNATIONAL  
FREIGHT FORWARDERS LIMITED**

Is this day incorporated under the Company Ordinance (Cap. 212) and that  
the company is limited,

given under my hand at Dar es Salaam this ..... day of  
.....Two thousand and one.

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**Assistant Registrar of Companies**

TANZANIA

Stamp Duty Shs. 1206/-

PAID ON ORIGINAL

Receipt No. 14813955 of 18/9/2001

Stamp Duty Office

## THE COMPANIES ORDINANCE (CAP. 212)

### COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

OF

## HONEST INTERNATIONAL FREIGHT FORWARDERS LIMITED

TANZANIA

Stamp Duty Shs. 600/- Paid

Receipt No. 14813955 of 18/9/2001

Stamp Duty Office

1. The name of the company is **HONEST INTERNATIONAL FREIGHT FORWARDERS LIMITED**
2. The registered office of the company will be situated in Tanzania.
3. The objects for which the company is established are:-
  - (a) To carry on the business of Clearing and Forwarding both local and Transit Cargo, General Suppliers, Import and Export.
  - (b) To carry on all or any of the business of road makers, public works contractors general contractors, civil engineers, constructional Engineers in all their respective branches and manufacturers of and/or dealers in Lime, cement, Mortar, Asphalt, bitumen, Concrete, Gravel, Stones and/or materials of all kinds for construction of roads, building, water tanks, bridges and other Engineering Structures.
  - (c) To carry on the business of Electric Contractors, building contractors, general contractors, sub-contractors, Surveyors, Architects, Civil Electrical and Electronically Engineers, Mechanical and Semitary Engineers, Computer Programmers, Data Processors, Computer servicing Engineers and all other business related to computer sciences, transporters, carriers, saw-millers, timber merchants furniture makers joiners, carpenters, cushion makers, pointers and signwriters, decorators, quarry masters, stone workers, whole ale, retail and general merchants.
  - (d) To undertake projects feasibility studies and building economising.
  - (e) To buy, sell, manufacture, repairs, recondition, convert, alter, let on hire deal in motor cards and Equipments, kinds and to undertake and execute any contracts for works involving the use of road, vehicles or other machinery of Implements of the supply of the sane, and to carry out ancillary or other works in connection therewith.

any contacts for works involving the use of road, vehicles or other machinery of Implements or the supply of the same, and to carry out ancillary or other o works in connection therewith.

- (f) To buy, sell, hire, manufacture, barter trade and e deal in property, goods, produce, articles, and merchandise, of all kinds and to transact any and every description of agency, commission distribution, Merchantile and financial business and to carry on the business as traders, general merchants, whole salers, retailers, Exporters and Importers, Commission agents and Manufactures representatires.
- (g) To carry on any other business which may seem to the Company capable of being conviniently carried on in connections wish any of the business of the company or calculated directly or indirectly to enhance the value of or underprofitable any of the companies property of rights.
- (h) To acquire and undertake the whole or any party of the business property and liability of any person, firm or Company carrying on any business which the company is authorised to carry on, or possess of property suitable for the purpose of this company.
- (i) To inrest and deal with monies of the company not immediately required upon each securities and in such a manner as may from time to time be determined.
- (j) To purchase, lease or otherwise, acquire, and to hold, sell, Improve develop, Exchange, mortogage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (k) To adopt such means of making known the produces products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works art or interest, by publication of broks and periodicals, and granting prizes, rewards and donations.
- (i) To enter into any arrangements with any Government or authorities supreme, n munipal, local or otherwise) or any corporations, companies or person harry objects that may seem conduction to ohe company's objects or any of them, and to obtain from any such Government, Authority, Corporation company or person, any charter, contrets, decrees rights, privileges and concessions which the company may work desirable and carry out exercise and to comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (j) To purchase, lease or otherwise, acquire, and to hold, sell, Improve develop, Exchange, mortgagege or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (k) To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works art or interest, by publication of broks and periodicals, and granting prizes, rewards and donations.
- (l) To enter into any arrangements with any Government or authorities supreme, munipal, local or otherwise) or any corporations, companies or person harry objects or any of them, and to obtain that may seem conduction to one company's objects or any of them, and to obtain from any such Government, Authority, Corporation company or person, any charter, contreets, decrees rights, privileges and carry out exercise and to comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (m) To enter into (partnership or into) amy arrangement for sharing profits, union or interests, cooperation, joint adventure, reciprocal, concession, or otherwise with any persons, firm or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on, or engage in, or any business or transaction capable of being conducted so as directly to benefit this Company. And to lend money to, guarantee the contracts or , or otherwise assist, any such person, firm or company, and such Company, and sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (n) To lend and advance money or give credit to such persons firm or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, and to firms or companies for the due payment of money for the performance of any obligations or liabilities.
- (o) To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lieu upon all or any of the property or assets of the tne company (both present and future) including its uncalled capital and also by a similar mortgage charge or lieu to secure and guarantee the performance by the company any other person or company of any obligation undertaken by the company or any other person or company as the case may be.

- (p) to draw, make, accept, endorse, discount, execute and issue promisory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments.
- (q) To establish and support aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit employees or ex-employees of the Company, or any of its precedessors in business, or of any Company, which is a subsidiary Company of the Company or is allied there to or associated therewith, or dependants or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for pensions or another benefits for any directors or employees of the Company, or any such predecessor or such Company as aforesaid, or the relations, connections or dependant of any such persons, to pay contribute policies, pension or benefits, to establish or support funds, trusts and scheme (including fund trusts and scheme towards insurance) which may be considered calculated to promote such purpose or benefits.
- (r) To sell or otherwise dispose of the whole or any part of the business or property of the Company purchasing the same.
- (s) To purchase or otherwise acquire letters patent, brivets, d'invention concessions, licences, lights and privileges subjects to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters patent, bravet, d'invention, cocessions, licences, inventions rights and privileges, whether in East Africa or in any other part of the world.
- (t) To take all necessary and proper steps with the authorities national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification into constitution of the Company or furthering the interests of its members and to oppose any steps taken by any other Company or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members.
- (u) To take part in formation, of management, supervision or control of the business or operations of any Company, and for the purpose to act as directors, Administrators, Managers, Secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accountants or other experts or agents.

- (v) To promote any other Company for purpose of acquiring all or any of the property and undertaking or any of the liabilities of this Company, or of undertaking any business or operation, which may appear likely to assist or benefit this Company, or to enhance the value of the property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each Company as aforesaid.
- (w) To procure the registration of the Company in or under the laws of any place outside Tanzania.
- (x) To purchase, sell subscribe for, underwrite, or otherwise acquire and hold shares, stocks, or other interest in, or obligations of any other Company or corporation.
- (y) To distribute among the member of the Company in kind any property of the Company, and in particular and shares or securities of other Companies belonging to this Company.
- (z) To do all such other things as are incidental and conclusive to the attainment of the above objects or any of them. And it is hereby declared that the word 'Company' in this clause except where use in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or else where, and that the intention is that each of the objects set forth in any sub-clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference from terms of any other sub-clauses or the objects therein specified or the powers thereby conferred by any part of this clause and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fail within the objects of the first sub-clause of this clause.

4. The liability of the members is limited.

5. The authorised capital of the company is Shillings Five Hundred Thousand only (Shs. 500000-) divided into 500 shares of Shs. 1,000. each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential deferred, qualified or other special rights privileges, restrictions or

| NAME AND ADDRESS OF SUBSCRIBER   | TITLE    | NO. OF SHARES TAKEN | SIGNATURE                      |
|--|----------|---------------------|--------------------------------|
| 1. HONEST JULIUS<br>P. O. BOX 18138<br>DAR ES SALAAM                           | DIRECTOR | 1                   | <i>[Handwritten Signature]</i> |
| 2. FAZIEL ELICHI LIA MAKUPA<br>P. O. BOX <del>18138</del> 468<br>DAR ES SALAAM | DIRECTOR | 1                   | <i>[Handwritten Signature]</i> |

Dated at Dar es Salaam this 14<sup>th</sup> day of Sept 2021

WITNESS to the above signatures:-

Name: Mark S. Lebbas

Qualification: Advocate

Address: P.O. Box 10499  
Dar es Salaam



Signature: [Handwritten Signature]

Stamp Duty Shs. 18/9/2001  
PAID ON ORIGINAL  
Receipt No. 14813955 of  
Stamp Duty Office

PAID  
Stamp Duty Shs. 600/-  
Receipt No. 14813955 of 18/9/2001  
Asst Registrar of Companies

**THE COMPANIES ORDINANCE (CAP. 212)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

**HONEST INTERNATIONAL FREIGHT FORWARDERS LIMITED**

**(A PRIVATE COMPANY)**

**PRELIMINARY**

1. In these regulations;

"The Ordinance" mean the Company Ordinance Chapter 212 of the Laws of Tanganyika.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding or the company shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and works importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, partnership, firms cooperative societies, etc.

The regulations of table "A" in the First Schedule to the Companies Ordinance (hereinafter called Table "AS" shall apply to the Company save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provision under Table "A" the former shall prevail, and in addition to the substitution for or the modification of the provision of Table "A". The following shall be the regulations of the company.

**PRIVATE COMPANY**

2. The company is a private company and accordingly;

- (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that there where two or more persons holding one of more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue shares, warrants to bearer.

TRANSFER OF SHARES:

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
  - (a) No shares shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
  - (b)
    - (b) Every share-holder or trustee in bankruptcy, or any person who may decide to sell or transfer any such share and every personal representative of a deceased share-holder shall give notice in writing to the directors that the desire to make such sale or transfer. Such notice shall constitute the Board of Directors of any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board or in case of difference to be determined by the auditor of the Company.
  - (c) Upon price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and price of such shares inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any if so what maximum number of such shares. At the expiration of 21 days' notice the Board (if more than one) shall be expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares shall be obliged to take more than the maximum of such stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

## **GENERAL MEETINGS**

### **NOTICE OF GENERAL MEETINGS AND PROCEEDING AT GENERAL MEETING.**

5. Articles 39 to 53 to Table 'A' shall apply subject to the following variations:-
- (a) A general meeting ordinary or extraordinary may with the consent in writing of all members, be convened to a shorter notice than seven days or without notice.
  - (b) Two members, present with personally or by proxy shall form a quorum.
  - (c) Any ordinary resolution of the Company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three fourths of issued shares of company shall be valid and effectual as an ordinary resolution duly passed at general meeting of the company.

### **DIRECTORS:**

6. (a) Until otherwise determined by the company in general meeting the Directors shall not be less than two and not more than seven in number
- (b) The following persons shall be the first Directors to the company.

- 1. **HONEST JULIUS**
- 2. **FAZIEL ELICHILIA MAKUPA**

7. The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless and until to fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed, by Directors, be two.
9. A resolution in writing signed by all the directors then in Tanzania shall be valid and effectual as if it a had been passed at a meeting of directors duly called and constituted.
10. The directors may from time to time borrow or raise any monies for the purpose of the Company which may exceed the issued share per capital of the Company.

BORROWING POWERS:

11. The Directors may raise or borrow for the purpose of the Compan's business and such or sums as aforesaid by mortagage or charge upon the whole or any part of the property and assets of the Company present and future, including its uncalled or unissued capital or by issue, at such price as they may think fit of bounds, or debentures, either charges upon the whole or any part of the property and assets o for the Company, or not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS:

12. Each director may nominate a person, who shall be approved of in writing by the other directors, to act as alternate in his place during his absence from Tanzania or l inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the directors of Company, and such Alternate Directors when acting shall exercise, and discharge all duties and functions of the director whom he represents and in the case of an alternate Director being unable to act during the absence of inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY:

13. The Secretary shall be appointed by the Board of such terms at such remunerations and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP:



14. With the sanction of the special resolution of the shareholders any shares in part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in specie or may be vested in Trustee for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY:

15. Every Director, Managing Director, Agent, Auditor, Secretary and other office for the time being of the Company against any liability incurred by him in defending any proceedings, whether Civil, Criminal in which t he is aqu acquitted or is in connection with any application (under section 245 of the Ordinance ) in which relief is granted to him by the Court.

ALTERATIONS OR ADDITIONS:

16. Subject to the provisions of the ordinance and to those contained in the Memorandum of Association the Company may by special Resolution make alterations or additions to the articles of Association and any such alteration or addition so made shall be as valid and effectual as if r originally contained in these articles and be subject in like manner by special Resolution.

| NAME AND ADDRESS OF SUBSCRIBER                                      | TITLE    | NO. OF SHARES TAKEN | SIGNATURE   |
|---|----------|---------------------|---|
| 1. HONEST JULIUS<br>P. O. BOX 18138<br>DAR ES SALAAM                | DIRECTOR | 1                   |  |
| 2. FAZIEL ELICHI LIA MAKUPA<br>P. O. BOX 18138 468<br>DAR ES SALAAM | DIRECTOR | 1                   |  |

Dated at Dar es Salaam this 11th day of Sept 2001

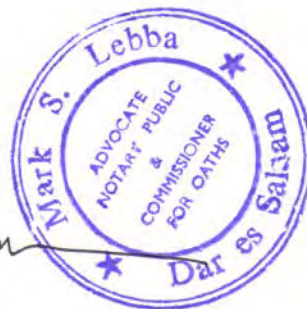
WITNESS to the above signatures:-

Name: Mark S. Lebba

Qualification: Advocate

Address: P.O. Box 10498

Dar es Salaam



Signature: 